TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	UCC Termination

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
COAST BUSINESS CREDIT, A DIVISION OF SOUTHERN PACIFIC BANK		08/09/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	MAI SYSTEMS CORPORATION
Street Address:	9600 JERONIMO ROAD
City:	IRVINE
State/Country:	CALIFORNIA
Postal Code:	92718
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1868055	HOTEL INFORMATION SYSTEMS
Registration Number:	1903407	PARAGON

CORRESPONDENCE DATA

Fax Number: (212)446-4900

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2129093078

Email: susan.zablocki@kirkland.com

Correspondent Name: Susan Zablocki
Address Line 1: Kirkland & Ellis LLP
Address Line 2: 601 Lexington Avenue

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	40106-9
NAME OF SUBMITTER:	Susan Zablocki
	TRADEMARK

TRADEMARK REEL: 004078 FRAME: 0287 1868055

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Signature:	//susan zablocki//
Date:	10/14/2009
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UCC FINANCING STATEMENT FOLLOW INSTRUCTIONS (Front and back) CARE! A NAME & PHONE OF CONTACT AT FILER [option			DELAWARE DEPARTMENT OF STATE U.C.C. FILING SECTION FILED 11:28 AM 10/09/2002 INITIAL FILING NUM: 2255167 3		
	44		MENDMENT	NUMBER: 000	
B. SEND ACKNOWLEDGMENT TO: (Name and A	(qqress)	wwwwy	۵	RV: 020625753	
COAST BUSINESS CREDIT Southern Pacific Bank 12121 WILSHIRE BLVD., LOS ANGELES, CA 90025	SUITE 1400	of			
L			SPACE IS FO	R FILING OFFICE USE	ONLY
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1a. ORGANIZATION'S NAME	· · · · · · · · · · · · · · · · · · ·	War and the second seco	72,00770		
HOTEL INFORMATION SYSTEM	s, INC.				
OR 16, INDIVIDUAL'S LAST VAME		FIRST NAME	MIDD! E	NAME	SUFFIX
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9601 JERONIMO ROAD		IRVINE	CA	92618	USA
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All of Dobtor's personal property assets including, but not limited to, the items of collateral described on Exhibit "A" attached hereto and incorporated herein by this reference.

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. ALTERNATIVE DESIGNATION [# applicable]: LES		AILEE/BAILOR SELLER/BUYER	AG. LIEN VON-UCC FILING
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FILED WITH: STATE OF DELAWARE

Created From: UCC KW/K DOC Inc, P.O. Box 3205, Palm Beach, FL 33480

EXHIBIT A

TO FINANCING STATEMENT AND SECURITY AGREEMENT

Item 4. (continued)

Collateral Description:

This FINANCING STATEMENT and SECURITY AGREEMENT covers, and Hotel Information Systems, Inc. ("Debtor") hereby grants Coast Business Credit, a division of Southern Pacific Bank ("Secured Party") a security interest in, the following types of items of property, as collateral for the payment and performance of all present and future indebtedness, liabilities, guarantees and obligations of Debtor to Secured Party: All "Receivables", "Inventory", "Equipment", "General Intangibles", and "Deposit Accounts" (as those terms are defined below), and all money, and all property now or at any time in the future in Secured Party's possession (including claims and credit balances), and all proceeds of any of the foregoing (including proceeds of any insurance policies, proceeds of proceeds, and claims against third parties), all products of any of the foregoing, and all books and records related to any of the foregoing. Debtor agrees that said security interest may be enforced by Secured Party in accordance with the terms and provisions of all security and other agreements between Secured Party and Debtor, the California Uniform Commercial Code, or both (but this document shall be fully effective as a security agreement, even if there is no other security or other agreement between Secured Party and Debtor).

For purposes of this <u>Exhibit A</u>, the following terms have the following meanings:

"<u>Deposit Account</u>" has the meaning set forth in the California Uniform Commercial Code in effect on the date hereof.

"Equipment" means all of the Debtor's present and hereafter acquired machinery, molds, machine tools, motors, furniture, equipment, furnishings, fixtures, trade fixtures, motor vehicles, tools, parts, dyes, jigs, goods and other tangible personal property (other than Inventory) of every kind and description used in Debtor's operations or owned by Debtor and any interest in any of the foregoing, and all attachments, accessories, accessions, replacements, substitutions, additions or improvements to any of the foregoing, wherever located.

"General Intangibles" means all general intangibles of Debtor, whether now owned or hereafter created or acquired by Debtor, including, without limitation, all choses in action, causes of action, corporate or other business

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records, Deposit Accounts, inventions, designs, drawings, blueprints, patents, patent applications, trademarks and the goodwill of the business symbolized thereby, names, trade names, trade secrets, goodwill, copyrights, registrations, licenses, franchises, customer lists, security and other deposits, rights in all litigation presently or hereafter pending for any cause or claim (whether in contract, tort or otherwise), and all judgments now or hereafter arising therefrom, all claims of Debtor against Secured Party, rights to purchase or sell real or personal property, rights as a licensor or licensee of any kind, royalties, telephone numbers, proprietary information, purchase orders, and all insurance policies and claims (including without limitation life insurance, key man insurance, credit insurance, liability insurance, property insurance and other insurance), tax refunds and claims, computer programs, discs, tapes and tape files, claims under guaranties, security interests or other security held by or granted to Debtor, all rights to indemnification and all other intangible property of every kind and nature (other than Receivables).

"Inventory" means all of Debtor's now owned and hereafter acquired goods, merchandise or other personal property, wherever located, to be furnished under any contract of service or held for sale or lease (including without limitation all raw materials, work in process, finished goods and goods in transit, and including without limitation all farm products), and all materials and supplies of every kind, nature and description which are or might be used or consumed in Debtor's business or used in connection with the manufacture, packing, shipping, advertising, selling or finishing of such goods, merchandise or other personal property, and all warehouse receipts, documents of title and other documents representing any of the foregoing.

"Investment Property" has the meaning set forth in the California Commercial Code in effect on the date hereof.

"Receivables" means all of Debtor's now owned and hereafter acquired accounts (whether or not earned by performance), letters of credit, contract rights, chattel paper, instruments, securities, documents and all other forms of obligations at any time owing to Debtor, all guaranties and other security therefor, all merchandise returned to or repossessed by Debtor and all rights of stoppage in transit and all other rights or remedies of an unpaid vendor, lienor or secured party.

All asset description. The Debtor acknowledges and agrees that, in applying the law of any jurisdiction that at any time enacts all or substantially all of the uniform provisions of revised Article 9 of the Uniform Commercial Code approved by the American Law Institute and the National Conference of

Commissioners on Uniform State Laws and contained in the 1999 Official Text of the Uniform Commercial Code ("Revised Article 9"), the foregoing collateral description covers all personal property assets of the Debtor.

Initial financing statement to continue effectiveness of pre-effective-date financing statements. The following information is provided so that, upon the effective date of Revised Article 9 as applicable under the law of any relevant jurisdiction, this financing statement may be effective to continue the financing statements (the "pre-effective-date financing statements") identified below:

- 1. The mailing address of the Debtor is <u>9601 Jeronimo Rd., Irvine</u>, CA, 92618.
- 2. The Debtor is an organization.
- 3. The Debtor's type of organization is a corporation.
- 4. The Debtor's jurisdiction of organization is <u>Delaware</u>.
- 5. The Debtor's organizational identification number is <u>2856780</u>.
- 6. The pre-effective-date financing statements are those identified on the schedule below.
- Each pre-effective-date financing statement remains effective.

Schedule identifying pre-effective date financing statements. The following schedule identifies each pre-effective-date financing statement:

Office in which the pre-effective- date financing statements is filed	Date of filing of the pre-effective- date financing statements	File number of the pre-effective- date financing statements	File number of the most recent continuation statement of the pre-effective-date financing statements
State of California	April 24, 1998	9811760228	

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A. NAME & PHONE OF CONTACT AT FILER (optional)		INITIAL FILING NUM: 22 AMENDMENT NUMBER: 32	
_Deann Anderson (800) 247-4274 B. SEND ACKNOWLEDGMENT TO: (Name and Address)		SRV: 03042800	
¹ FirstCity Servicing Corp.	II .		
Attn: Deann Anderson	·		
P.O. Box 8216			
Waco, Texas 76714-8216			
	THE ABOV	'E SPACE IS FOR FILING OFFICE USE	ONLY
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FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 07/29/98)

Angie Summey Send Acknowledgment to: (Name and Address) FirstCity Servicing Corp. ATTN: Angie Summey PO Box 8216	74 ext. 2883	I	U.C.(FILED (NITIAL (MENDMEN)	E DEPARTMENT O C. FILING SECT 08:30 AM 01/30 FILING NUM: 22 T NUMBER: 40 SRV: 040068412	ION /2004 55167 3
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FILING OFFICE COPY --- NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 07/29/98)

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FILING DFFICE COPY --- NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 07/29/98)

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3a. ORGANIZATION		m a niminimo es	Southern Pacific Bank			

12121 WILSHIRE BLVD., SUITE 1400
4. This FINANCING STATEMENT covers the forbowing collecteral:

All of Debtor's personal property assets including, but not limited to, the items of collateral described on Exhibit "A" attached hereto and incorporated herein by this reference.

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FILED WITH: STATE OF DELAWARE

Created From: UGC KWIK DOC Inc, P.O. Box 3205, Palm Beach, FL 33480

POSTAL CODE

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USA

STATE

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EXHIBIT A

TO FINANCING STATEMENT AND SECURITY AGREEMENT

Item 4.

(continued)

Collateral Description:

This FINANCING STATEMENT and SECURITY AGREEMENT covers, and MAI Systems Corporation ("Debtor") hereby grants Coast Business Credit, a division of Southern Pacific Bank ("Secured Party") a security interest in, the following types of items of property, as collateral for the payment and performance of all present and future indebtedness, liabilities, guarantees and obligations of Debtor to Secured Party: All "Receivables", "Inventory", "Equipment", "General Intangibles", and "Deposit Accounts" (as those terms are defined below), and all money, and all property now or at any time in the future in Secured Party's possession (including claims and credit balances), and all proceeds of any of the foregoing (including proceeds of any insurance policies, proceeds of proceeds, and claims against third parties), all products of any of the foregoing, and all books and records related to any of the foregoing. Debtor agrees that said security interest may be enforced by Secured Party in accordance with the terms and provisions of all security and other agreements between Secured Party and Debtor, the California Uniform Commercial Code, or both (but this document shall be fully effective as a security agreement, even if there is no other security or other agreement between Secured Party and Debtor).

For purposes of this <u>Exhibit A</u>, the following terms have the following meanings:

"Deposit Account" has the meaning set forth in the California Uniform Commercial Code in effect on the date hereof.

"Equipment" means all of the Debtor's present and hereafter acquired machinery, molds, machine tools, motors, furniture, equipment, furnishings, fixtures, trade fixtures, motor vehicles, tools, parts, dyes, jigs, goods and other tangible personal property (other than Inventory) of every kind and description used in Debtor's operations or owned by Debtor and any interest in any of the foregoing, and all attachments, accessories, accessions, replacements, substitutions, additions or improvements to any of the foregoing, wherever located.

"General Intangibles" means all general intangibles of Debtor, whether now owned or hereafter created or acquired by Debtor, including, without limitation, all choses in action, causes of action, corporate or other business

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records, Deposit Accounts, inventions, designs, drawings, blueprints, patents, patent applications, trademarks and the goodwill of the business symbolized thereby, names, trade names, trade secrets, goodwill, copyrights, registrations, licenses, franchises, customer lists, security and other deposits, rights in all litigation presently or hereafter pending for any cause or claim (whether in contract, tort or otherwise), and all judgments now or hereafter arising therefrom, all claims of Debtor against Secured Party, rights to purchase or sell real or personal property, rights as a licensor or licensee of any kind, royalties, telephone numbers, proprietary information, purchase orders, and all insurance policies and claims (including without limitation life insurance, key man insurance, credit insurance, liability insurance, property insurance and other insurance), tax refunds and claims, computer programs, discs, tapes and tape files, claims under guaranties, security interests or other security held by or granted to Debtor, all rights to indemnification and all other intangible property of every kind and nature (other than Receivables).

"Inventory" means all of Debtor's now owned and hereafter acquired goods, merchandise or other personal property, wherever located, to be furnished under any contract of service or held for sale or lease (including without limitation all raw materials, work in process, finished goods and goods in transit, and including without limitation all farm products), and all materials and supplies of every kind, nature and description which are or might be used or consumed in Debtor's business or used in connection with the manufacture, packing, shipping, advertising, selling or finishing of such goods, merchandise or other personal property, and all warehouse receipts, documents of title and other documents representing any of the foregoing.

"Investment Property" has the meaning set forth in the California Commercial Code in effect on the date hereof.

"Receivables" means all of Debtor's now owned and hereafter acquired accounts (whether or not earned by performance), letters of credit, contract rights, chattel paper, instruments, securities, documents and all other forms of obligations at any time owing to Debtor, all guaranties and other security therefor, all merchandise returned to or repossessed by Debtor and all rights of stoppage in transit and all other rights or remedies of an unpaid vendor, lienor or secured party.

All asset description. The Debtor acknowledges and agrees that, in applying the law of any jurisdiction that at any time enacts all or substantially all of the uniform provisions of revised Article 9 of the Uniform Commercial Code approved by the American Law Institute and the National Conference of

Commissioners on Uniform State Laws and contained in the 1999 Official Text of the Uniform Commercial Code ("Revised Article 9"), the foregoing collateral description covers all personal property assets of the Debtor.

Initial financing statement to continue effectiveness of pre-effective-date financing statements. The following information is provided so that, upon the effective date of Revised Article 9 as applicable under the law of any relevant jurisdiction, this financing statement may be effective to continue the financing statements (the "pre-effective-date financing statements") identified below:

- 1. The mailing address of the Debtor is <u>9601 Jeronimo Rd., Irvine,</u> CA, 92618.
- The Debtor is an organization.
- 3. The Debtor's type of organization is a corporation.
- 4. The Debtor's jurisdiction of organization is <u>Delaware</u>.
- The Debtor's organizational identification number is <u>2043475</u>.
- 6. The pre-effective-date financing statements are those identified on the schedule below.
- 7. Each pre-effective-date financing statement remains effective.

Schedule identifying pre-effective date financing statements. The following schedule identifies each pre-effective-date financing statement:

Office in which the pre-effective- date financing statements is filed	Date of filing of the pre-effective- date financing statements	File number of the pre-effective- date financing statements	File number of the most recent continuation statement of the pre-effective-date financing statements
State of California	March 16, 1998	9807560986	
State of New York	December 11, 1998	260598	

UCC FINANCING STATEMENT AMENDMEN	JT ·	DELAWARE DEPARTMENT (U.C.C. FILING SECT	
FOLLOW INSTRUCTIONS (front and back) CAREFULLY A. NAME & PHONE OF CONTACT AT FILER (optional)		FILED 08:00 AM 06/27	7/2003
Deann Anderson (800) 247-4274 B. SEND ACKNOWLEDGMENT TO: (Name and Address)		IITIAL FILING NUM: 22 MENDMENT NUMBER: 33 SRV: 030428014	89944 5
FirstCity Servicing Corp.	1		
Attn: Deann Anderson			
P.O. Box 8216			
, Waco, Texas 76714-8216			
 			
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OR 75. INDEVIDUAL'S LAST NAME	(FIRST NAME		MIDD: F	NAME	SUFFIX
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6400 Imperial Drive P.O. Box 8216 Waco, Texas 76714 (254) 751-1750 Fax # (254) 761-2955

9345122

September 25, 2001

Secretary of State, Div of Corporation, UCC Post Office Box 793
Dover, DE 19903

Re: MAI Systems, Inc.

Asset No. 870020150

Dear Sir or Madame:

2255168-1

In reference to the above borrower, enclosed please find a UCC Termination Statement for recording.

Also enclosed is a check in the amount of \$50.00 for the recording fee. Please record and return a file-stamped copy to FirstCity Servicing Corp. in the enclosed envelope.

Thank you in advance for your assistance. Please do not hesitate to call me at (800) 247-4274 ext. 2879 if you need additional fees or information.

Sincerely,

Emily White

Collateral Assistant

Enclosures

CTERMINATION: Effectiveness of the Financing Statement Identified abor	:	AMENDMENT NU	; NUM: 2255168 . IMBER: 6185256 . 060519908
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ASSIGNMENT (Aut or partial): Other name of engignee in item 7a or 7b a			
AMENDMENT (PARTY INFORMATION): This Amendment affects Section Countries of the following three boxes and provide appropriate information	Debtor or Secured Party of record. Check only in items 6 and/or 7.	one of those two boxes.	
CHANGE name and/or address: Give current record name in Rem 6a or 6b; name (if name change) in Nem 7a or 7b and/or new address (if address obse		Me ADD neme: Complets Rum Rem 7c; also complete item	Te or 7b, and also
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FILING OFFICE COPY -- NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 07/29/98)

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5. ALTERNATIVE DESIGNATION | if applicable): | LESSEE/LESSOR | GONSIGNEE/CONSIGNOR | SAILEE/BAILOR | SELLER/BLIYER | AQ. LIEN | NON-UCC FILING |
6. | LITTLE FENANCING STATEMENT Is to be filed (for precirc) for resorded) in the REAL (if applicable) | 7. Check to REQUEST SEARCH REPORT(S) on Debtor(8) | All Debtor(8) | Debtor 1 | Debtor 2 |
6. OPTIONAL FILER REPERENCE DATA

FILING OFFICE COPY -- NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

DELAWARE SECRETARY OF STATE

DEBTOR:

MAI SYSTEMS CORPORATION

SECURED PARTY: COAST BUSINESS CREDIT, A DIVISIN OF SOUTHERN

PACIFIC BANK

Item No 4. (continued)

COLLATERAL DESCRIPTION

This FINANCING STATEMENT and SECURITY AGREEMENT covers, and the undersigned ("Debtor") hereby grants Coast Business Credit, a division of Southern Pacific Bank ("Secured Party") a security interest in, the following types of items of property, as collateral for the payment and performance of all present and future indebtedness, liabilities, guarantees and obligations of Debtor to Secured Party: All "Receivables", "Inventory", "Equipment", "General Intangibles", and "Deposit Accounts" (as those terms are defined below), and all money, and all property now or at any time in the future in Secured Party's possession (including claims and credit balances), and all proceeds of any of the foregoing (including proceeds of any insurance policies, proceeds of proceeds, and claims against third parties), all products of any of the foregoing, and all books and records related to any of the foregoing. Debtor agrees that said security interest may be enforced by Secured Party in accordance with the terms and provisions of all security and other agreements between Secured Party and Debtor, the California Uniform Commercial Code, or both (but this document shall be fully effective as a security agreement, even if there is no other security or other agreement between Secured Party and Debtor).

For purposes of the Exhibit A, the following terms have the following meanings:

"Deposit Account" has the meaning set forth in Section 9105 of the California Uniform Commercial Code in effect on the date hereof.

"Equipment" means all of Debtor's present and hereafter acquired machinery, molds, machine tools, motors, furniture, equipment, furnishings, fixtures, trade fixtures, motor vehicles, tools, parts, dyes, jigs, goods and other tangible personal property (other than Inventory) of every kind and description used in Debtor's operations or owned by Debtor and any interest in any of the foregoing and all attachments, accessories, accessions, replacements, substitutions, additions or improvements to any of the foregoing, whenever located.

"General Intangibles" means all general intangibles of Debtor, whether now owned or hereafter created or acquired by Debtor, including, without limitation, all choses in action, causes of action, corporate or other business records, Deposit Accounts, inventions, designs, drawings, blueprints, patents, patent applications, trademarks and the goodwill of the business symbolized thereby, names, trade names, trade secrets, goodwill, copyrights, registrations, licenses, franchises, customers lists, security and other deposits, rights in all litigation presently or hereafter pending for any cause or claim (whether in contract, tort or otherwise), and all

DEBTOR:

MAI SYSTEMS CORPORATION

SECURED PARTY: COAST BUSINESS CREDIT, A DIVISIN OF SOUTHERN

PACIFIC BANK

judgments now or hereafter arising therefrom, all claims of Debtor against Secured Party, rights to purchase or sell real or personal property, rights as a licensor or licensee of any kind, royalties, telephone numbers, proprietary information, purchase orders, and all insurance policies and claims (including without limitation life insurance, key man insurance, credit insurance, liability insurance, property insurance and other insurance), tax refunds and claims, computer programs, discs, tapes and tape files, claims under guaranties, security interests or other security held by or granted to Debtor, all rights to indemnification and all other intangible property of every kind and nature (other than Receivables).

"Inventory" means all of Debtor's now owned and hereafter acquired goods, merchandise or other personal property, wherever located, to be furnished under any contract of service or held for sale or lease (including without limitation all raw materials, work in process, finished goods and goods in transit, and including without limitation all farm products, and all materials and supplies of every kind, nature and description which are or might be used or consumed in Debtor's business or used in connection with the manufacture, packing, shipping, advertising, selling or finishing of such goods, merchandise or other personal property, and all warehouse receipts, documents of title and other documents representing any of the foregoing.

"Receivables" means all of Debtor's now owned and hereafter acquired accounts (whether or not earned by performance), letters of credit, contract rights, chattel paper, instruments, securities, documents and all other forms of obligations at any time owing to Debtor, all guaranties and other security therefor, all merchandise returned to or repossessed by Debtor, and all rights of stoppage in transit and other rights or remedies of an unpaid vendor, licnor or secured party.

Initial financing statement to continue effectiveness of pre-effective-date financing statements. The following information is provided so that, upon the effective date of Revised Article 9 as applicable under the law of any relevant jurisdiction, this financing statement may be effective to continue the financing statements (the "pre-effective-date financing statements") identified below:

1. The above address of the Debtor is a malling address of the Debtor.

The Debtor is an organization.

3. The Debtor's type of organization is a corporation.

4. The Debtor's jurisdiction of organization is Delaware.

- The Debtor's organizational identification number is 2043475.
- 6. The pre-effective-date financing statements are those identified on the schedule below.
- Each pre-effective-date financing statement remains effective.

DEBTOR:

MAI SYSTEMS CORPORATION

SECURED PARTY: COAST BUSINESS CREDIT, A DIVISIN OF SOUTHERN

PACIFIC BANK

Schedule identifying pre-effective date financing statements. The following schedule identifies each pre-effective-date financing statement:

Office in which the pre-effective- date financing statements is filed	Date of filing of the pre-effective- date financing statements	File number of the pre-effective- date financing statements	File number of the most recent continuation statement of the pre-effective-date financing statements
Secretary of State, California	03/16/98	9807560986	
Secretary of State, New York	12/11/98	260598	

THIS SPACE FOR USE OF FRING OFFICER

9807560986



FINANCING STATEMENT — FOLLOW IN the Anexching Scatement is presented for filing pursuant to the and will remain effective, with certain exceptions, for 8 years from	STRUCTIONS CAREFULLY he Uniform Commercial Code	, maria runda sind affiki i arita déta erita saik adila alatatan 1115 filb)
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C. RETURN CORVEY, Glove and Mailing Address		
P6-0000-058-2 CALIFORNIA LENDERS' & ATTORNEYS 1000 G Street, Suite 223 Sacremento, California 95814 (916) 4	47-6237	FILED SACRAMENTO, CA MAR 16, 1898 AT 1319
Toll Free in California Only: (800) 95 Account Number 1/2-3	2-3090	ØILL JONES SECRETARY OF STATE
OPTIONAL DESIGNATION (Fopplicable): LESSORILESSEE	CONSIGNORICONSIGNEE NON-UCC FILING	
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ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME	- insert only one debtor name (2s or 2b)	
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COAST BUSINESS CREDIT, A DIV	VISION OF SOUTHERN PACIFIC	C BANK IMPOLENAME ISUFFIX
36. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME SUFFIX
AMILING ADDRESS	CITY	STATE COUNTRY POSTAL CODE
12121 WILSHIRE BLVD., SUITE 11	l	CA USA 90025-1174
This FINANCING STATEMENT covers the following types or item	ns of property.	
Debtor hereby grants Secured Policy owned or hereafter acquire performance of all present and Secured Party: All "accounts" letter of credit", "instrument property" "fixture	arty a security interest d and wherever located, a future indetedness, guar , "general intangibles", ts", "deposit accounts", es" and "equipment", as s	in all of the following, whether is collateral for the payment and rantees and obligations of Debtor "chattel paper", "documents", "inventory", "farm products", uch items are defined in Division that the details and all products are defined in Division and all products and all products are defined and all p
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BOX (a) in collateral already subject to a socurity inter [if applicable] deptars incation was changed to this state, or ()	Secured Party instead of the Debtor to perfect a security rest in another jurisdiction when it was brought into this b) in accordance with other statutory provisions (addition	state, or when the part of the stamp tax paid tax not applicate ta
REQUIRED SIGNATURE(S) MAI SYSTEMS CORF	PORATION	8. This FINANCING STATEMENT is to be filed (for recorded) in the REAL ESTATE RECORDS Attach Addendum III opplie 9. Check to REQUEST SEARCH CERTIFICATE(S) on Debts
White	UP Firence	(ADDITIONAL FEE) All Debtors Debtor 1 Ost
KNOWLEDGEMENT CORY	STATEMENT (FORM UCC1) (TRANS) (REV. 1	Created from: UCC Kwik Doc Inc., P.O. Box 3205, Palm Beach, FL 2/18/95)

This FINANCING STATEMENT and SECURITY AGREEMENT covers, and the undersigned ("Debtor") hereby grants Coast Business Credit, a division of Southern Pacific Bank ("Secured Party") a security interest in, the following types or items of property, as collateral for the payment and performance of all present and future indebtedness, liabilities, guarantees and obligations of Debtor to Secured Party: All "Receivables", "Inventory", "Equipment", "General Intangibles", and "Deposit Accounts" (as those terms are defined below), and all money, and all property now or at any time in the future in Secured Party's possession (including claims and credit balances), and all proceeds of any of the foregoing (including proceeds of any insurance policies, proceeds of proceeds, and claims against third parties), all products of any of the foregoing, and all books and records related to any of the foregoing. Debtor agrees that said security interest may be enforced by Secured Party in accordance with the terms and provisions of all security and other agreements between Secured Party and Debtor, the California Uniform Commercial Code, or both (but this document shall be fully effective as a security agreement, even if there is no other security or other agreement between Secured Party and Debtor).

For purposes of the Exhibit A, the following terms have the following meanings:

"Deposit Account" has the meaning set forth in Section 9105 of the California Uniform Commercial Code in effect on the date herent.

"Equipment" means all of Debtor's present and hereafter acquired machinery, moids, machine tools, motors, furniture, equipment, furnishings, fixtures, trade fixtures, motor vehicles, tools, parts, dyes, Jigs, goods and other tangible personal property (other than Inventory) of every kind and description used in Debtor's operations or owned by Debtor and any interest in any of the foregoing and all attachments, accessories, accessions, replacements, substitutions, additions or improvements to any of the foregoing, wherever located.

"Coneral intangibles" means all general intangibles of Debtor, whether now owned or hereafter created or acquired by Debtor, including, without limitation, all choses in action, causes of action, corporate or other business records, Deposit Accounts, inventions, designs, drawings, blueprints, patents, patent applications, trademarks and the goodwill of the business symbolized thoreby, names, trade names, trade secrets, goodwill, copyrights, registrations, licenses, franchises, customer lists, security and other deposits, rights in all litigation presently or hereafter pending for any cause or claim (whether in contract, tort or otherwise), and all judgments now or hereafter arising therefrom, all claims of Debtor against Secured Party, rights to purchase or sell real or personal property, rights as a licensor or licensee of any kind, royalties, telephone numbers, proprietary information, purchase orders, and all insurance policies and claims (including without limitation life insurance, key man insurance, credit insurance, liability insurance, property insurance and other insurance), tax refunds and claims, computer programs, discs, tapes and tape files, claims under guaranties, security interests or other security held by or granted to Debtor, all rights to indemnification and all other intangible property of every kind and nature (other than Receivables).

"Inventory" means all of Debtor's now owned and hereafter acquired goods, merchandise or other personal property, wherever located, to be furnished under any contract of service or held for sale or lease (including without limitation all raw materials, work in process, finished goods and goods in transit, and including without limitation all farm products, and all materials and supplies of every kind, nature and description which are or might be used or consumed in Debtor's business or used in connection with the manufacture, packing, shipping, advertising, selling or finishing of such goods, merchandise or other personal property, and all warehouse receipts, documents of title and other documents representing any of the foregoing.

"Receivables" means all of Debtor's now owned and hereafter acquired accounts (whether or not earned by performance), letters of credit, contract rights, chattel paper, instruments, securities, documents and all other forms of obligations at any time owing to Debtor, all guaranties and other security therefor, all merchandise returned to or repossessed by Debtor, and all rights of stoppage in transit and other rights or remedies of an unpaid vendor, lienor or secured party.

MAI SYSTEMS CORPORATION

Title:

STATE OF NEW YORK Uniform Commercial Code - FINANCING STATEMENT - Form UCC-1

This PHANCHES STATEMENT is presented to a learnessed to the Uniform Commentals! Code	Settled materials and seconds	in, of Additional Specia Presentad:	3. C The debter in a transmillion utility.	
Debice Carl Name Fred and Adoptical NAT Systems Compounded Sect Jeronimo Rosal Invint. CA 92618 (see Embler A for additional address)	2 Secure Polyled Nama Coast Business a division of Southern Pacis: 12121 Wilshimo Los Angeles, Ci	le Bank Blud.,#1141 h 90025-1174	4. For Filing Officers Date, Time, No. Filing	
5. This Processing Statement content the Columns See Exchibit "A" for apliatoral dec	types (in little) of property:	95-2676388 E. Aus	gnoe(s) of Esseuted Party and Address(ss)	* • •
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Signature(s) of Debtor(s) Signature(s) of Debtor(s) (B) Filling Officer Copy - Actoromistic STANDARD FORM - FORM	(Ellacoder)		Up World Party (See)	

INSTRUCTIONS

Remove Secured Party and Debtor copies and send other three copies to the filing officer. Filing fee - for filing in the office of the Secretary of State, see section 86-s of the Executive Law; for filing in the office of the County Clerk or New York City Register see section 8021(f) of the Divil Precise Law and Rules; or you may contact any of the respective offices for information relative to fees. If the space provided for any florn(s) on the form is inadequate, the item(s) should be continued on additional ·(2)

(3)

if the space provided for any flam(s) on the form is inadequate, the item(s) should be continued on additional sheets, preferably 7-1° x 10° or 7-1° x8°. Only one copy of such additional sheets need to presented to the filling sheets, preferably 7-1° x 10° or 7-1° x8°. Only one copy of such additional sheets need to presented to the filling officer with a set of three copies of this financing statement.

If collisional is crops or goods which are or are to become fixtures or timber to be curl, or minerals or the like if collisional is expected by sheet the description of them 8 the real estate by sheet and (including oil end goal), sheet the spirit property described in Liber of Deeds (or Mortgages) at Page ", and by city or town and county, if any, and if in New York City, or of Deeds (or Mortgages) at Page ", and by city or town and county, if any, and if in New York City, or Nessau or Chandage County where the "block system or recording or registering and indexing conveyances is in use, by the number of the Block and of the Section, if any, and of the Lot, if any, of the real estate involved. Also give the name(s) of a record owner of the section, if any, and of the Lot, if any, of the real estate involved. Also when a copy of the security spreament is used as a financing Statement, the filing fee is that of a non-standard form filing. It is requested that it be accompanied by a completed but unsigned set of these forms. At the time of original filing officer will return second copy as an acknowledgement. (4)

(5)

(6)

FILING NUMBER: 260598 FILING DATE: 12/11/1998

DEBTOR:

MAI SYSTEMS CORPORATION

SECURED PARTY:

Coast Business Credit, a Division of Southern Pacific Bank

Debtor's dba/Trade name(s):

Debtor's Additional Address:

660 White Plains Road Tarrytown, New York 10591

(Continued)

This financing statement covers the following types (or items) of property:

Debtor hereby grants Secured Party a security interest in all of the following, whether now owned or hereafter acquired, and wherever located, as collateral for the payment and performance of all present and future indebtedness, liabilities, guarantees and obligations of Debtor to Secured Party: All "accounts", "general intengibles", "Chartel paper", "documents", "letters of credit", "instruments", "deposit accounts", "inventory". "farm products", "investment property", "fixtures", and "equipment", as such terms are defined in Division 9 of the California Uniform Commercial Code in effect on the date hereof; and all products, proceeds and insurance proceeds of any or all of the foregoing; including without limitation all types and items of property described on Exhibit B hereto (but this Financing Statement and Security Agreement shall be fully effective notwithstanding any lack of any Exhibit B). Debtor is not authorized to sell, transfer, or further encumber any of the foregoing collateral, except for the sale of inventory in the ordinary course of business, and except as set forth in the Loan and Security Agreement between debtor and secured party.

Title: EVP & cod cf

This FINANCING STATEMENT and SECURITY AGREEMENT covers, and the undersigned ("Debtor") hareby grants Coast Business Credit, a division of Southern Pacific Bank ("Secured Party") a security interest in, the following types or items of property, as collateral for the payment and performance of all present and future indebtedness, liabilities, guarantees and obligations of Debtur to Secured Party: All "Receivables", "Inventory", "Equipment", "General Intangibles", and "Deposit Accounts" (as those terms are defined below), and all money, and all property now or at any time in the future in Secured Party's possession (including claims and credit balances), and all proceeds of any of the foregoing (including proceeds of any insurance policies, proceeds of proceeds, and claims against third parties), all products of any of the foregoing, and all books and records related to any of the foregoing. Debtor agrees that said security interest may be enforced by Secured Party in accordance with the terms and provisions of all security and other agreements between Secured Party and Debtor, the California Uniform Commercial Code, or both (but this document shall be fully effective as a security agreement, evan if there is no other security or other agreement between Secured Party and Debtor).

For purposes of the Exhibit B, the following terms have the following meanings:

"Deposit Account" has the meaning set forth in Section 9105 of the California Uniform Commercial Code in effect on the date hereof.

"Equipment" means all of Debtor's present and hereafter acquired machinery, molds, machine tools, motors, furniture, equipment, furnishings, fixtures, made fixtures, motor vehicles, tools, parts, dyes, jigs, goods and other tangible personal property (other than inventory) of every kind and description used in Debtor's operations or owned by Debtor and any interest in any of the foregoing and all attachments, accessories, accessions, replacements, substitutions, additions or improvements to any of the foregoing, wherever located.

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"Inventory" means all of Debtot's now owned and hereafter acquired goods, merchandise or other personal property, wherever located, to be familihed under any contract of service or held for sale or lease (including without limitation all raw meterials, work in process, finished goods and goods in transit, and including without limitation all farm products, and all materials and supplies of every kind, nature and description which are or might be used or consumed in Debton's business or used in connection with the manufacture, packing, shipping, advertising, selling or finishing of such goods, merchandise or other personal property, and all warehouse receipts, documents of title and other documents representing any of the foregoing.

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MAI SYSTEMS CORPORATION

By: LA. Nanton

Title: EVP & Coo CFo

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CT Corporation -UCC 208 S. LaSalle Street, 814 Chicago, IL 60604 L THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY INITIAL FINANCING STATEMENT FILE # 1484281 (Filed 11/16/2001) TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(o) of the Secured Party suthoriting this Termination Statement. OONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(o) of the Secured Party suthoriting this Termination Statement. ASSIGNMENT (will or perital): Give name of seasignee in from 7a or 7b and address of sealignee in item 7c, and sho give name of seasigner in term 8 AMSIGNMENT (PARTY INFORMATION): This Amendment affects Debetr of Secured Party of record. Check only ping of these two bodgs. AMSCHARLES, manufator address. Please refer the detailed actuations Debetr of Secured Party of record. Check only ping of these two bodgs. AMSCHARLES, manufator address. Please refer the detailed actuations Debetr of Secured Party of record. Check only ping of these two bodgs. AMSCHARLES, manufator address. Please refer the detailed actuations Debetr of Secured Party of record. Check only ping of these two bodgs. AMSCHARLES, manufator address of party. CHANGES manufator address of party. CHANGES manufator and party Secured Party of record. Check only ping of these two bodgs. AMSCHARLES, and the value of the bodgs and provide appropriate information in items 8 and/or 7. CHANGES manufator and party Secured Party of record. Check only ping of these two bodgs. AMSCHARLES, and the value Secured Party of record. Check only ping of these two bodgs. AMSCHARLES, and the value Secured Party of record. Check only ping of these two bodgs. AMSCHARLES, and the value Secured Party of record. Check only ping of these two bodgs. AMSCHARLES, and the value Secured Party of record. Check only ping of these two bodgs. AMSCHARLES, and the value Secured Party of record. Check only ping of the Secure	۱. ٤	SEND ACKNOWLEDG	MENT TO: (Nam	o and Address)				SRV: 060	747558
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